

RATTET PASTERNAK, LLP  
Attorneys for the Debtor  
550 Mamaroneck Avenue  
Harrison, New York 10528  
(914) 381-7400  
ROBERT L. RATTET, ESQ.  
JONATHAN S. PASTERNAK, ESQ.  
ELAN A. GERSHONI, ESQ.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re:

PRECISION GLASS & METAL WORKS CO., INC

Chapter 11  
Case No. 11-46544 (JBR)

Debtor.

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**RESPONSE TO COURT'S SHOW CAUSE ORDER**

Precision Glass & Metal Works Co., Inc., the above-captioned (the “Debtor”) by and through its attorneys, Rattet Pasternak, LLP, files this response (the “Response”) to the Court’s Order to Show Cause Why the Case Should Not be Converted or Dismissed (the “Show Cause Order”). In support of its Response, the Debtor respectfully states as follows:

1. On August 30, 2011, the Court held a hearing on the Debtor’s application for continued use of cash collateral (the “Cash Collateral Hearing”).

2. At the Cash Collateral Hearing the Debtor, though its principal, Raymond Gregorczyk (“Ray”), represented that pursuant to its effort to restructure and satisfy its creditors’ claims, it had scheduled appointments with two parties interested in purchasing the Debtor’s assets as a going concern.

3. Accordingly, the Court, with consent of representatives from the U.S. Trustee’s Office and the Bank of America, entered an order continuing the Debtor’s use of cash collateral under the August 5, 2011 interim order until September 6, 2011.

4. Since the Cash Collateral Hearing, the Debtor, upon information and belief, has met with the two interested parties, Pioneer Window and Optimum Window, both entities whose business operations overlap with the Debtor's, to discuss an asset purchase agreement.

5. Upon information and belief, at least one of the parties, Optimum Window, visited the Debtor's premises to inspect its operations and equipment.

6. Upon information and belief, both of the parties expressed interest in purchasing the Debtor's assets and have requested additional information from the Debtor in order to carefully weigh this business decision including: schedules of machinery and equipment, purchase orders and appraisals, if any..

7. The Debtor anticipates that the parties will respond to the Debtor with regards to their intent to purchase its assets by the end of the week of September 9, 2011.

### **CONCLUSION**

8. Upon information and belief, the Debtor is current in paying all of its bills.

9. The Debtor believes it is in the best interests of all of its creditors that it be afforded an opportunity to reorganize its obligations in Chapter 11.

10. The needs and interests of the Debtor and its creditors will best be served by the Debtor's possession of its assets and management of its affairs as a Debtor-in-Possession under Chapter 11 until confirmation of a reorganization plan.

Respectfully submitted,

RATTET PASTERNAK, LLP  
Attorneys for the Debtor  
550 Mamaroneck Avenue  
Harrison, New York 10528  
(914) 381-7400

By: /s/ Robert L. Rattet  
Robert L. Rattet